

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**NASHVILLE, TENNESSEE**

**December 17, 2002**

**IN RE:**

**PETITION OF XO TENNESSEE, INC. TO  
OPEN CONTESTED CASE PROCEEDING  
TO MONITOR COMPLIANCE WITH TRA  
RULES AND ORDERS ON DIRECTORY COVERS**

**DOCKET NO.  
02-01106**

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**ORDER CONVENING A CONTESTED CASE PROCEEDING,  
GRANTING INTERVENTION OF US LEC OF TENNESSEE, INC.  
AND APPOINTING DIRECTOR DEBORAH TAYLOR TATE  
TO OVERSEE SETTLEMENT NEGOTIATIONS**

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This matter came before Chairman Sara Kyle, Director Pat Miller, and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on October 21, 2002 for consideration of *Petition of XO Tennessee, Inc. to Open Contested Case Proceeding to Monitor Compliance with TRA Rules and Orders on Directory Covers* filed October 2, 2002. On October 14, 2002, US LEC of Tennessee, Inc. ("US LEC") filed a petition for leave to intervene in this proceeding.

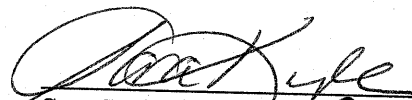
During the Authority Conference, the Directors heard from the parties regarding the status of negotiations between BellSouth Advertising and Publishing Company ("BAPCO") and XO Tennessee, Inc. ("XO") for the appearance of XO's name and logo on the cover of the 2003 White Pages Directory. The parties represented to the Directors that the current negotiations were proceeding toward the November 1, 2002 deadline, but XO expressed its interest in having the Authority oversee the negotiation process. BAPCO stated that although it resists and opposes XO's request, it would participate in a contested case if convened by the Authority. BAPCO also stated

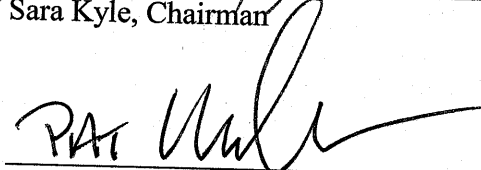
that it had no objection to the Directors considering the petition for intervention filed by US LEC at the October 21, 2002 Conference.

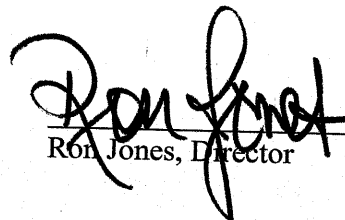
At the October 21, 2002 Conference, the Directors voted unanimously to convene a contested case proceeding in this matter and grant the intervention of US LEC of Tennessee, Inc. The Directors also appointed Director Deborah Taylor Tate,<sup>1</sup> who is not a member of the voting panel, to oversee negotiations in this proceeding and, if necessary, to report to the voting panel the status of negotiations prior to the publication deadline.

**IT IS THEREFORE ORDERED THAT:**

1. The *Petition of XO Tennessee, Inc. to Open Contested Case Proceeding to Monitor Compliance with TRA Rules and Orders on Directory Covers* is granted and a contested case is convened.
2. The Petition for Intervention filed by US LEC of Tennessee, Inc. is granted and US LEC is given leave to intervene and receive copies of any notices, orders or other documents herein.
3. Director Deborah Taylor Tate is appointed to oversee negotiations in this proceeding and, if necessary, to report the status of negotiations prior to the publications deadline.

  
Sara Kyle, Chairman

  
Pat Miller, Director

  
Ron Jones, Director

<sup>1</sup> Director Tate is a qualified mediator pursuant to Rule 31 of the Tennessee Supreme Court Rules.